

GUOCO GROUP LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 53)

OVERSEAS REGULATORY ANNOUNCEMENT

(This overseas regulatory announcement is issued pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.)

Please refer to the attached notices on the next page.

GUOCOLAND LIMITED
Company Registration Number: 197600660W
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 30th Annual General Meeting of GuocoLand Limited will be held at 80 Raffles Place #25-01 UOB Plaza 1, Singapore 048624 on Friday, 20 October 2006 at 3.00 pm for the following purposes:-

As Ordinary Business

1. To lay before the Meeting the Directors' Report and Audited Accounts of the Company for the financial year ended 30 June 2006.
2. To declare a First and Final Tax-Exempt (One-Tier) Dividend of 8 cents per ordinary share for the financial year ended 30 June 2006. Resolution 1
3. To approve Directors' fees of \$317,500 for the financial year ended 30 June 2006. Resolution 2
4. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:-

Mr Quek Chee Hoon Resolution 3

Mr Kwek Leng Hai Resolution 4

Mr Lum Choong Wah Resolution 5
5. To re-appoint Messrs KPMG as auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 6

As Special Business

6. To consider and if thought fit, to pass the following Ordinary Resolutions:-
 - 6.1 Authority to Issue Shares
 - (a) "That approval be and is hereby given to the Directors to offer and grant options under the GuocoLand Limited Executives' Share Option Scheme (the "Scheme") and to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of options under the Scheme, provided that the aggregate number of shares to be issued pursuant to the resolution when added to the number of shares issued and issuable in respect of all options granted under the Scheme shall not exceed five per cent (5%) of the issued share capital of the Company for the time being subject to a maximum of ten percent (10%) of the issued share capital of the Company as at 29 October 2004." Resolution 7(a)
 - (b) "That pursuant to Section 161 of the Companies Act, Cap. 50, approval be and is hereby given to the Directors to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per cent (10%) of the issued share capital of the Company for the time being." Resolution 7(b)

7. To transact any other business of an Annual General Meeting of which due notice shall have been given.

Resolution 8

NOTICE OF BOOKS CLOSURE

NOTICE IS ALSO HEREBY GIVEN that subject to Shareholders approving the declaration of a First and Final tax-exempt (one-tier) ordinary dividend, the Transfer Books and Register of Members of the Company will be closed on 7 November 2006, for the preparation of dividend warrants. Duly completed transfers should reach the office of the Company's Registrar, B.A.C.S. Private Limited, 63 Cantonment Road, Singapore 089758, not later than 5.00 pm on 6 November 2006. The proposed First and Final tax-exempt (one-tier) ordinary dividend if approved at the Annual General Meeting will be paid on 27 November 2006.

In respect of shares in securities accounts with The Central Depository (Pte) Limited ("CDP"), the First and Final tax-exempt (one-tier) ordinary dividend will be paid by the Company to CDP which will in turn distribute the ordinary dividend entitlements to holders of ordinary shares in accordance with its practice.

By Order of the Board

Dawn Pamela Lum
Company Secretary
Singapore

27 September 2006

Notes:

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 20 Collyer Quay #20-01 Tung Centre, Singapore 049319 not less than 48 hours before the time set for holding the Meeting.

Notes to Special Business:

Resolution 7(a) is to empower the Directors to issue shares pursuant to the GuocoLand Limited Executives' Share Option Scheme (the "Scheme") which was first approved at the Extraordinary General Meeting of the Company held on 31 December 1998. On 29 October 2004, Shareholders of the Company approved various amendments to the Scheme which were set out in a Circular to Shareholders dated 6 October 2004.

Resolution 7(b) is to empower the Directors to issue shares in the Company up to an amount not exceeding ten per cent (10%) of the issued share capital of the Company for the time being. This approval will expire at the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required to be held, whichever is earlier. The Directors would only issue shares under the resolution where they consider it appropriate and in the interests of the Company to do so.

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of GuocoLand Limited (the "Company") will be held at 80 Raffles Place #25-01 UOB Plaza 1, Singapore 048624 on Friday, 20 October 2006 at 3.30 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company which is proposed to be held on the same date and at the same venue, for which a separate notification will be given to Shareholders) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

AS SPECIAL RESOLUTION

THAT the Company's existing Memorandum and Articles of Association (the "**Memorandum and Articles**") be and are hereby amended in the manner as set out in Appendix A and B of the Circular and that the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including but not limited to executing any agreements, arrangements, deeds or other documents) as may be required in connection with the proposed amendments to the Memorandum and Articles or as they may consider necessary or expedient to give effect to this resolution.

By Order of the Board

Dawn Pamela Lum
Company Secretary
Singapore

27 September 2006

Notes:

1. A Member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. If a proxy is to be appointed, the instrument appointing a proxy must be deposited at the registered office of the Company at 20 Collyer Quay, #20-01 Tung Centre, Singapore 049319 not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting.
3. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.